



San Francisco Science Fiction Conventions, Inc.

A California Non-Profit Corporation recognized under IRC §501(c)(3)

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Regular Meeting of Board of Directors Minutes

Saturday, March 24, 2012, Fremont, California

1. Call to Order

The regular trimesterly meeting of the Board of Directors of SFSFC, Inc., was held on Saturday, March 24, 2012, in the Depot Cafe, 37260 Fremont Blvd., Fremont CA 94536. The meeting was called to order at 11:02, President David Gallaher presiding and Secretary Kevin Standlee recording. Members present (*by telephone †*ex officio* non-voting director ‡director emeritus): Sandra Childress, David W. Clark (arrived 11:07), Nancy L. Cobb, Wolfgang Coe, David Gallaher, Glenn Glazer, Lisa Deutsch Harrigan, Cheryl Morgan*, Kevin Roche† (Westercon 66), Cindy Scott, Kevin Standlee, Andy Trembley† (Westercon 66). Members absent: Chris Garcia† (Corflu 28), Spike, Tom Whitmore‡.

2. Previous Minutes

The minutes of the previous meetings are now adopted by unanimous consent via the Board e-mail list and published on the corporation's web site.

3. Officer Reports

3.1. President

The President had no report at this time.

3.2. Treasurer

Treasurer Lisa Deutsch Harrigan reported. She now has custody of the corporate financial records, but only recently.

Assistant Treasurer Cindy Scott reported on ongoing issues with an ongoing dispute with the IRS over old informational filings.

Mr. Coe asked who has signature authority on their accounts: Treasurer Harrigan, Assistant Treasurers Scott and Standlee, and President Gallaher.

3.2.1. Financial Statements

The Treasurer distributed paper copies of reports (See Appendices A-B) and discussed them in detail. The general-fund statements do not include all standing committees and need some more cleaning up.

3.2.2. Informational Filings

We have filed our Form 990 for FY2010-11. The current fiscal year ends at the end of this month, and our Form 990 for FY2011-12 will be due 4 ½ months after that.

3.3 Secretary

Web site: Everything up to date. Assistant Treasurer Scott will send a copy of the Form 990 to Secretary Standlee for posting on the web site, consistent with our usual practice.

4. Standing Committee Reports

4.1. Westercon 2011 Organizing Committee

Mr. Glazer reported. The Westercon books are closed (See Appendices C-D for financial statements) and the committee is ready to close.

At 11:14 AM, the meeting went into Committee of the Whole, Nancy L. Cobb presiding.

At 11:26, the Committee of the Whole rose and reported that

- Because of attrition payments, Westercon 64 has a net loss of \$1,255.70. The loss was covered by the SFSFC general fund. (The Westercon 64 balance sheet in Appendix D shows a positive balance because of money loaned from the General Fund to Westercon 64 which will be settled with the closure of the WC64 accounts and transfer of remaining money to the General Fund.)
- Westercon 64 has some leftover supplies that it will donate to Westercon 66.
- There are no objections to discharging the Westercon 64 Committee.

The Westercon 2011 Committee moved the following resolution:

Motion 2012-02:¹ Westercon 2011

Moved, to discharge the Westercon 2011 Organizing Committee established by Resolution 2008-04.

Motion 2012-02 was adopted by unanimous consent, and the Westercon 64 committee was discharged.

4.2. Corflu 2011 Organizing Committee

Corflu Treasurer Lisa Detusch Harrigan reported. Corflu 2011 ended with a surplus (Appendices E-F). Corflu 2011 has passed along \$500 to the 2012 Corflu and will pass along any remaining surplus to the 2013 Corflu, consistent with the traditional practice of this convention. The Corflu 2011 Committee expects to recommend that it be discharged at the next Board meeting.

4.3. London 2014 Bid Committee

Spike reported by e-mail. (Appendix G) This committee continues to be managed as a flow-through account on behalf of the UK 2014 committee, handling only USD cash and checks. Credit card charges go directly to the UK 2014 committee.

4.4. Westercon 66 Committee

Co-Chairs Andy Trembley and Kevin Roche reported. At 11:39 AM, the meeting went into Committee of the Whole, Nancy L. Cobb presiding, to discuss Westercon 66.

¹ Resolutions and formal motions are recorded in continuous sequence within a calendar year. The Secretary issues numbers to motions and resolutions, but such numbered motions and resolutions may not appear in consecutive order in the minutes due to matters submitted in advance being assigned earlier numbers.

At 12:09 PM, the Committee of the Whole rose and reported that Westercon 66 currently has 182 members (including 63 supporting members, 62 of whom are unconverted site-selection voters). (See also Appendices H-I for financial statements.) The Westercon 66 committee has selected a preferred hotel in the Arden Fair area of Sacramento and is working to finalize a contract. The committee will announce the date and venue as soon as they can conclude an agreement with the venue. The committee is negotiating with guests, but some of them can't be finalized until we settle the date and venue. Westercon 66 will have a presence at CostumeCon, BayCon, Westercon 65, and other conventions in the medium-term future.

4.5. Nebula Awards Weekend

David Gallaher reported. At 12:10 PM, the meeting went into Committee of the Whole, Nancy L. Cobb presiding, to discuss The Nebula Awards Weekend.

At 12:15 PM, the Committee of the Whole rose and reported that the Nebula Awards Weekend committee has been working with SFWA regarding arrangements for SFSFC to host the 2013 and 2014 Nebula Awards Weekends, and has been soliciting proposals from downtown San Jose hotels for this purpose.

The meeting recessed at 12:16 PM and reconvened at 12:31 PM.

5. Special Committee Reports

5.1. SMOFCon Scholarship Committee

We are not currently planning on presenting a scholarship this year, although we would like to leave open the prospect of doing so in the future.

The SMOFCon Scholarship Committee was continued by unanimous consent.

5.2. Strategic Development Committee

At 12:33 PM, the meeting went into Committee of the Whole, Nancy L. Cobb presiding, meeting as the Strategic Development Committee.

At 1:47 PM, the Committee of the Whole rose and

- Reported that President Gallaher has been attending meetings of the San Jose CVB's client advisory board, and that he advised us of plans for the expansion/remodel of the San Jose Convention Center;
- That the SDC discussed the future strategic direction for SFSFC in detail, but has no specific recommendations for the formation of committees or commitments to events at this time;
- That the SDC received a presentation from Ms. Childress regarding her investigation of the Salesforce product;
- Recommended that the SDC be continued.

The Strategic Development Committee was continued by unanimous consent.

5.3 Code of Conduct Policy Committee

Ms. Morgan reported that they have made no progress on this, and asks that it be continued until the next meeting. The Code of Conduct Policy Committee was continued by unanimous consent.

6. Unfinished Business

There were no items of unfinished business postponed from the previous meeting.

7. New Business

7.1 Bylaw Amendment: Bay Area Definition

Mr. Glazer moved the adoption of the following amendment to the Bylaws:

Resolution 2012-01: Bay Area Definition

Resolved, To amend the SFSFC bylaws for the purpose of adding Santa Cruz County to the corporation's definition of the San Francisco Bay Area, by adding words in Section 15.4 as shown:

15.4 San Francisco Bay Area.

The San Francisco Bay Area, for purposes of these Bylaws, shall be defined as the Counties of Alameda, Contra Costa, Marin, Napa, San Mateo, Santa Clara, Santa Cruz, Solano, Sonoma, and the City and County of San Francisco.

Mr. Glazer explained that this motion was intended to at least retroactively recognize the fact that we've been holding some meetings at his home in Felton, which is in Santa Cruz County.

Mr. Standlee pointed out that, per section 4.3 of the Bylaws, *regular* meetings of the corporation can be held anywhere (even outside of California); it is only *special* meetings that must be held within the SF Bay Area as defined in the Bylaws; therefore, none of our meetings in Felton (all of which were regular meetings) were illegal. Mr. Standlee then moved to amend the amendment by inserting "Sacramento" in the appropriate place. This amendment was approved by unanimous consent, so that the proposal now read to change Section 15.4 as follows:

15.4 San Francisco Bay Area.

The San Francisco Bay Area, for purposes of these Bylaws, shall be defined as the Counties of Alameda, Contra Costa, Marin, Napa, Sacramento, San Mateo, Santa Clara, Santa Cruz, Solano, Sonoma, and the City and County of San Francisco.

After further discussion, Resolution 2012-01 (as amended) was adopted by unanimous consent.

8. Announcements/Future Meetings

8.1. 2012 Meetings

The previously-announced July meeting date has become increasingly inconvenient for some of our members, including both the President and Secretary. After discussion, future meeting dates for 2012 were re-scheduled as follows:

- July 21, 2012, Centerville, 11 AM Pacific Time
 - The Board expects to hold an informal retreat on July 22, 2012 in Felton.
- November 17, 2012, Centerville, 11 AM Pacific Time

The President will make the reservations with the Depot Café for these dates.

9. Adjournment

By unanimous consent, the meeting adjourned at 2:07 PM.

Kevin Standlee
Secretary

[Approved by unanimous consent without meeting, April 13, 2012]

Appendix A: SFSFC General Fund, Profit & Loss, Fiscal Year to date, April 1, 2011 – March 24, 2012

	<u>Apr 1, '11 - Mar 24, 12</u>
Ordinary Income/Expense	
Income	
Convention Income	
SMOFcon 28	
St. George's Tour	55.00
Total SMOFcon 28	55.00
Westercon 64	
Memberships	17,143.97
Westercon 64 - Other	3,028.93
Total Westercon 64	20,172.90
Total Convention Income	20,227.90
Interest Income	9.98
Total Income	20,237.88
Gross Profit	20,237.88
Expense	
Membership fees	-50.00
Bank Charge	35.00
Convention Development	2,075.00
Conventions	
Westercon 66	37.35
SMOFcon 28	
Hospitality	-192.00
Registration	86.36
Total SMOFcon 28	-105.64
Westercon 64	
Treasury	2,329.20
Total Westercon 64	2,329.20
World Fantasy 2009	
Dealers' Room	
Dealers' room Misc	0.00
Total Dealers' Room	0.00

Treasury	<u>150.00</u>
Total World Fantasy 2009	<u>150.00</u>
Total Conventions	2,410.91
Credit Card Transaction Fees	
Paypal Fees	
Westercon 64 Paypal Fees	<u>104.68</u>
Total Paypal Fees	104.68
Credit Card Transaction Fees - Other	<u>1,406.29</u>
Total Credit Card Transaction Fees	1,510.97
Filing Fees	10.00
Meeting Expense	218.00
Postage	46.00
Storage Unit	964.30
Tax	
State	<u>60.00</u>
Total Tax	<u>60.00</u>
Total Expense	<u>7,280.18</u>
Net Ordinary Income	<u>12,957.70</u>
Net Income	<u><u>12,957.70</u></u>

Appendix B: SFSFC General Fund, Balance Sheet, March 24, 2012

	<u>Mar 24, 12</u>
ASSETS	
Current Assets	
Checking/Savings	
Main Checking	5,305.86
CD #1	3,811.55
Construction Checking	100.00
CorFlu 28 Checking	3,007.65
Westercon 64 Checking	38,633.68
London in 2014	<u>4,001.85</u>
Total Checking/Savings	54,860.59
Accounts Receivable	
Accounts Receivable	
Westercon 64	14.00
Accounts Receivable - Other	<u>397.50</u>
Total Accounts Receivable	<u>411.50</u>
Total Accounts Receivable	411.50
Other Current Assets	
CorFlu	-66.97
WC 64 T-Shirt Inventory	91.95
WC 64 Petty Cash/Cash Box Funds	383.57
CorFlu Petty Cash	<u>206.46</u>
Total Other Current Assets	<u>615.01</u>
Total Current Assets	<u>55,887.10</u>
TOTAL ASSETS	<u><u>55,887.10</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	<u>148.00</u>
Total Accounts Payable	148.00
Other Current Liabilities	
London in 2014 Liabilities	4,376.85
SMOFcon 29 Liabilities	1,700.00

Sales Tax Payable	-759.35
Westercon 64 Liabilities	
Dealers' Table Fees	2,655.00
Program Book Ads	100.00
Westercon 64 Liabilities - Other	<u>10,804.28</u>
Total Westercon 64 Liabilities	<u>13,559.28</u>
Total Other Current Liabilities	<u>18,876.78</u>
Total Current Liabilities	<u>19,024.78</u>
Total Liabilities	19,024.78
Equity	
Retained Earnings	23,904.62
Net Income	<u>12,957.70</u>
Total Equity	<u>36,862.32</u>
TOTAL LIABILITIES & EQUITY	<u><u>55,887.10</u></u>

Appendix C: Westercon 2011 Organizing Committee, Profit & Loss, Committee Lifetime: June 18, 2008-March 24, 2012

	<u>Mar 24, 12</u>
Ordinary Income/Expense	
Income	
4000 · Contributed support	
4010 · Indiv/business contribution	45.97
Total 4000 · Contributed support	<u>45.97</u>
4300 · Convention Income	
4301 · Bid Income	3,012.09
4400 · Convention Membership	
4410 · Site Selection	2,250.00
4420 · Attending	26,450.00
4430 · Child	300.00
4440 · Day Membership	3,845.00
4490 · Supporting	<u>25.00</u>
Total 4400 · Convention Membership	32,870.00
4510 · Dealer's Tables	3,645.00
4550 · Art Show	
4560 · Art Show Flats	728.05
4570 · Art Show Commissions	316.46
4550 · Art Show - Other	<u>0.00</u>
Total 4550 · Art Show	1,044.51
4690 · Advertising in Publications	<u>650.00</u>
Total 4300 · Convention Income	41,221.60
4800 · Sales of Goodies	
4810 · T-Shirts	2,325.83
4820 · Tote Bags	166.29
4800 · Sales of Goodies - Other	<u>10.00</u>
Total 4800 · Sales of Goodies	<u>2,502.12</u>
Total Income	43,769.69
Cost of Goods Sold	
5000 · Cost of Goods Sold	<u>1,784.16</u>
Total COGS	<u>1,784.16</u>
Gross Profit	41,985.53

Expense	
6000 · Front Office Expenses	
6100 · Front Office Expenses	
6110 · Web Site Expenses	<u>99.00</u>
Total 6100 · Front Office Expenses	99.00
6200 · Treasurer Expenses	9.82
6230 · Bank Fees	
6235 · Bounced Check	29.00
6240 · Credit Card Fees	1,120.76
6250 · Paypal Fees	250.47
6230 · Bank Fees - Other	<u>35.00</u>
Total 6230 · Bank Fees	<u>1,435.23</u>
Total 6000 · Front Office Expenses	1,544.05
6900 · Bid Expenses	
6910 · Ribbons	<u>-25.00</u>
Total 6900 · Bid Expenses	-25.00
7010 · Advertising	
7012 · Ads in Publications	175.00
7013 · Parties - Fan Tables	2,056.64
7014 · Ribbons, Stickers, Buttons	<u>92.50</u>
Total 7010 · Advertising	2,324.14
7020 · Con Ops	306.75
7030 · Art Show Expenses	
7032 · Art Show Flats	<u>630.00</u>
Total 7030 · Art Show Expenses	630.00
7045 · GoHonor Expenses	4,365.60
7050 · Hospitality	
7051 · Con Suite	3,208.40
7054 · Staff Lounge	1,000.00
7055 · Pre-Con Planning Meetings	<u>323.66</u>
Total 7050 · Hospitality	4,532.06
7060 · Hotel Expenses	
7062 · Parlor Suites	1,239.28
7063 · Con Suite	808.55
7065 · Room Set Up Fees	<u>973.60</u>

Total 7060 · Hotel Expenses	3,021.43
7075 · Kid's Programming	207.03
7080 · Masquerade	231.09
7090 · Publications	
7091 · Progress Reports	
7092 · Progress Report #1	689.80
7093 · Progress Report #2	<u>556.05</u>
Total 7091 · Progress Reports	1,245.85
7110 · Program Book	
7115 · Pocket Program	891.29
7119 · Dining Guide	863.19
7110 · Program Book - Other	<u>1,754.90</u>
Total 7110 · Program Book	<u>3,509.38</u>
Total 7090 · Publications	4,755.23
7120 · Postage	
7121 · Postage Progress Reports	<u>464.31</u>
Total 7120 · Postage	464.31
7140 · Programming	34.38
7200 · Registration	57.86
7210 · Ribbons & Awards	55.80
7220 · Tech Support	<u>3,907.30</u>
Total Expense	<u>26,412.03</u>
Net Ordinary Income	15,573.50
Other Income/Expense	
Other Expense	
7061 · Function Space - Attrition Only	<u>16,829.20</u>
Total Other Expense	<u>16,829.20</u>
Net Other Income	<u>-</u> <u>16,829.20</u>
Net Income	<u><u>-1,255.70</u></u>

Appendix D: Westercon 2011 Organizing Committee, Balance Sheet, March 24, 2012

	<u>Mar 23, 12</u>
ASSETS	
Current Assets	
Checking/Savings	
1010 · Meriwest Credit Union-Checking	5,326.67
1050 · Cash Box	
1055 · Registration Cash Box	<u>225.00</u>
Total 1050 · Cash Box	225.00
1070 · Cash in Corporate Accounts	
1080 · Credit Card Account	<u>760.00</u>
Total 1070 · Cash in Corporate Accounts	<u>760.00</u>
Total Checking/Savings	6,311.67
Accounts Receivable	
1110* · Accounts receivable	
1120 · Reg Online Accounts Receivable	<u>-0.08</u>
Total 1110* · Accounts receivable	<u>-0.08</u>
Total Accounts Receivable	<u>-0.08</u>
Total Current Assets	<u>6,311.59</u>
TOTAL ASSETS	<u><u>6,311.59</u></u>
LIABILITIES & EQUITY	
Equity	
Net Income	<u>6,311.59</u>
Total Equity	<u>6,311.59</u>
TOTAL LIABILITIES & EQUITY	<u><u>6,311.59</u></u>

Appendix E: Corflu 2011 Committee, Profit & Loss, Lifetime to Date, March 23, 2012

	<u>Mar 23, 12</u>
Ordinary Income/Expense	
Income	
43400 - Direct Public Support	
43420 - Donations from Committee	19.00
43400 - Direct Public Support - Other	<u>0.50</u>
Total 43400 - Direct Public Support	19.50
47200 - Convention Income	
47230 - Convention Membership	3,425.91
47240 - Supporting Membership	<u>100.00</u>
Total 47200 - Convention Income	3,525.91
47300 - GoH Donation	140.00
48000 - Passalong Funds	<u>1,791.39</u>
Total Income	5,476.80
Expense	
60900 - Office Expenses	
60910 - Treasury	55.23
60930 - Credit Card Fees	3.53
60940 - Bank Charges	<u>93.00</u>
Total 60900 - Office Expenses	151.76
62800 - Facilities and Equipment	
62820 - Banquet, Food & Beverage	3,437.62
62890 - Con Suite	<u>391.17</u>
Total 62800 - Facilities and Equipment	3,828.79
65000 - Con Expenses	
65100 - Con Suite Food & Beverage	198.45
65200 - FAAN Awards	<u>163.73</u>
Total 65000 - Con Expenses	<u>362.18</u>
Total Expense	<u>4,342.73</u>
Net Ordinary Income	1,134.07
Other Income/Expense	
Other Expense	

66000 - Passalong Funds-Future Corflues	<u>500.00</u>
Total Other Expense	<u>500.00</u>
Net Other Income	<u>-500.00</u>
Net Income	<u><u>634.07</u></u>

Appendix F: Corflu 2011 Committee, Balance Sheet, March 23, 2012

	<u>Mar 23, 12</u>
ASSETS	
Current Assets	
Checking/Savings	
10000 · Bank of the West - Total	
10001 · Bank of the West - Corflu	622.33
10002 · Corp Money In Checking	<u>1,850.78</u>
Total 10000 · Bank of the West - Total	2,473.11
10100 · Main SFSFC Acct	<u>66.97</u>
Total Checking/Savings	<u>2,540.08</u>
Total Current Assets	<u>2,540.08</u>
TOTAL ASSETS	<u><u>2,540.08</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20000 · Accounts Payable	<u>1,906.01</u>
Total Accounts Payable	<u>1,906.01</u>
Total Current Liabilities	<u>1,906.01</u>
Total Liabilities	1,906.01
Equity	
Net Income	<u>634.07</u>
Total Equity	<u>634.07</u>
TOTAL LIABILITIES & EQUITY	<u><u>2,540.08</u></u>

Appendix G: London 2014 Report, March 21, 2012

In early March the bid to hold the 2014 Worldcon in London was filed with Chicon 7. No other bids were filed, and so London in 2014 will be the only bid to appear on the ballot. Copies of the documents filed can be found on the website at:

www.londonin2014.org/content/bid-filing .

Since this Committee's previous report, events (including bid desks, parties, and/ or sponsorships) were held at these North American conventions:

SFCOntario 2 (aka Canvention 2011)

Arisia 2012

Capricon XXXII

Galifrey One

Boskone 49

Potlatch 21

Over 90 new Bid supports and upgrades to Friend were taken at these conventions. The London in 2014 Bid to hold the 72nd Worldcon has approximately 1600 supporters worldwide.

Financial Summary:

\$5,397.90 Bid funds in checking account 02/29/2012

This account balance represents bid supporting memberships and anonymous donations paid in US\$ by cash or check, minus expenses related to bid events listed above, shipping flyers to conventions, and souvenir book ads. Credit card payments go directly into the bid PayPal account in the UK, outside the purview of this Committee.

Appendix H: Westercon 66 Committee, Profit & Loss, Lifetime to Date, March 23, 2012

	<u>Mar 23, 12</u>
Ordinary Income/Expense	
Income	
4300 - Convention Income	
4400 - Convention Membership	
4410 - Site Selection	2,375.00
4420 - Attending	5,045.00
4490 - Supporting	<u>30.00</u>
Total 4400 - Convention Membership	<u>7,450.00</u>
Total 4300 - Convention Income	<u>7,450.00</u>
Total Income	<u>7,450.00</u>
Gross Profit	7,450.00
Expense	
6000 - Front Office Expenses	
6100 - Front Office Expenses	
6150 - Online Registration Fees	418.90
6100 - Front Office Expenses - Other	<u>25.00</u>
Total 6100 - Front Office Expenses	443.90
6200 - Treasurer Expenses	205.66
6230 - Bank Fees	
6240 - Credit Card Fees	<u>243.63</u>
Total 6230 - Bank Fees	<u>243.63</u>
Total 6000 - Front Office Expenses	893.19
7010 - Advertising	
7011 - Flyers	<u>245.22</u>
Total 7010 - Advertising	<u>245.22</u>
Total Expense	<u>1,138.41</u>
Net Ordinary Income	<u>6,311.59</u>
Net Income	<u><u>6,311.59</u></u>

Appendix I: Westercon 66 Committee, Balance Sheet, March 23, 2012

	<u>Mar 23, 12</u>
ASSETS	
Current Assets	
Checking/Savings	
1010 · Meriwest Credit Union-Checking	5,326.67
1050 · Cash Box	
1055 · Registration Cash Box	<u>225.00</u>
Total 1050 · Cash Box	225.00
1070 · Cash in Corporate Accounts	
1080 · Credit Card Account	<u>760.00</u>
Total 1070 · Cash in Corporate Accounts	<u>760.00</u>
Total Checking/Savings	6,311.67
Accounts Receivable	
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1120 · Reg Online Accounts Receivable	<u>-0.08</u>
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Total Current Assets	<u>6,311.59</u>
TOTAL ASSETS	<u><u>6,311.59</u></u>
LIABILITIES & EQUITY	
Equity	
Net Income	<u>6,311.59</u>
Total Equity	<u>6,311.59</u>
TOTAL LIABILITIES & EQUITY	<u><u>6,311.59</u></u>